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Attorneys for Debtor

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA

IN RE: CASE No. 10-12153

PROWEST MEDIA CORPORATION, CHAPTER 11

DEBTOR.

ORDER AUTHORIZING EMPLOYMENT  
OF SPECIAL COUNSEL UNDER A  
GENERAL RETAINER

Upon the Application of Debtor herein, dated January 21, 2011 for an Order authorizing it to employ and retain Mikel D. Bryan, Mikel D. Bryan, P.C. as its special counsel under a general retainer agreement, and upon the annexed affidavit of Mikel D. Bryan and it appearing that Mikel D. Bryan, Mikel D. Bryan, P.C., is duly qualified to represent the Debtor in the negotiations of the pending transaction, and the Court being satisfied that said attorney represents no interest adverse to the estate with respect to matters upon which he is to be engaged, that he is "a disinterested person" under Section 101(13) and 327 of Title 11, United States Code, that his employment is necessary and would be in the best interest of the estate, and sufficient cause appearing, therefore it is

ORDERED, that Prowest Media Corporation, Debtor, be, and is hereby authorized to employ and retain Mikel D. Bryan, Mikel D. Bryan, P.C., as its special counsel, under a general retainer

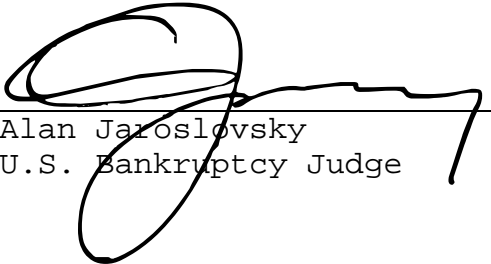
1 agreement to perform all of the services set forth in the  
2 Application, with such compensation as is approved by the Court.

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4 Dated: February 3, 2011

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Alan Jaroslovsky  
U.S. Bankruptcy Judge

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